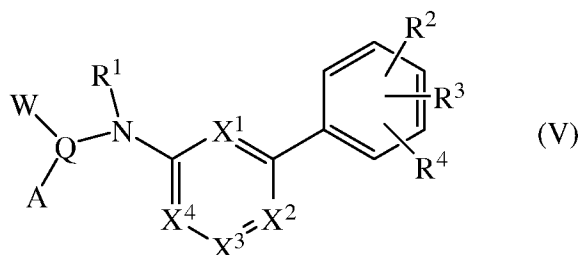


**CLAIM AMENDMENTS**

1-9. (canceled)

10. (currently amended): A compound of the formula (V)



or a pharmaceutically acceptable prodrugs, salts, hydrates, solvates, crystal forms, enantiomers, or diastereomers prodrug, salt, enantiomer, or diastereomer form thereof, wherein said prodrug form is a phosphate ester joined to a phosphorous-oxygen bond to a free OH of the compound of formula (V);

wherein  $X^1$  and  $X^2$  are N and  $X^3$  and  $X^4$  are C independently substituted with Y;

$R^1$  is H,  $C_{1-6}$  alkyl,  $C_{1-6}$  alkylNR<sup>5</sup>R<sup>6</sup>,  $C_{1-6}$  alkylNR<sup>5</sup>COR<sup>6</sup>,  $C_{1-6}$  alkylNR<sup>5</sup>SO<sub>2</sub>R<sup>6</sup>,  $C_{1-6}$  alkylCO<sub>2</sub>R<sup>5</sup>, or  $C_{1-6}$  alkylCONR<sup>5</sup>R<sup>6</sup>,

wherein  $R^5$  and  $R^6$  are each independently H,  $C_{1-4}$  alkyl, aryl, hetaryl,  $C_{1-4}$  alkylaryl, or  $C_{1-4}$  alkylhetaryl or may be joined to form ~~an optionally substituted~~ a 3-8 membered ring optionally containing one of O, S or NR<sup>7</sup>;

wherein  $R^7$  is H or  $C_{1-4}$  alkyl;

$R^2$  is selected from OH,  ~~$OC_{1-6}$  alkyl~~,  $C_{1-6}$  alkylOH,  $OC_{2-6}$  alkylOH,  $C_{1-6}$  alkylNR<sup>8</sup>R<sup>9</sup>,  $OC_{2-6}$  alkylNR<sup>8</sup>R<sup>9</sup>,  $C_{1-6}$  alkylNR<sup>8</sup>COR<sup>9</sup>,  $OC_{2-6}$  alkylNR<sup>8</sup>COR<sup>9</sup>,  $C_{1-6}$  alkylhetaryl,  $OC_{2-6}$  alkylhetaryl,  $CONR^8R^9$ ,  $NR^8COOR^9$ ,  $NR^{10}CONR^8R^9$ ,  $CONR^8R^9$ , and  $NR^8COR^{12}$ ;

wherein  $R^8$ [[,]] and  $R^9$  are each independently H,  $C_{1-4}$  alkyl,  $C_{1-4}$  alkylNR<sup>11</sup>R<sup>13</sup>, hetaryl, or cyclohetalkyl, or may be joined to form an optionally substituted 3-8 membered ring optionally containing one of O, S or NR<sup>14</sup>;

wherein  $R^{12}$  is  $C_{2-4}$  alkyl,  $C_{1-4}$  alkylNR<sup>11</sup>R<sup>13</sup>, hetaryl, or cyclohetalkyl;

wherein  $R^{11}$ [[,]] and  $R^{13}$  are each independently H, or  $C_{1-4}$  alkyl, or may be joined to form an optionally substituted 3-8 membered ring optionally containing one of O, S or NR<sup>14</sup>;

wherein  $R^{14}$  is H or  $C_{1-4}$  alkyl;

wherein  $R^{10}$  is H or  $C_{1-4}$  alkyl;

$R^3$  and  $R^4$  are each independently H, halogen,  $C_{1-4}$  alkyl, OH,  $OC_{1-4}$  alkyl,  $CF_3$ , or  $OCF_3$ ;

Q is a bond ~~when W is absent~~, or is  $C_{1-4}$  alkyl when W is present;

W is selected from  $[[H,]]$   $C_{1-4}$  alkyl, and  $C_{2-6}$  alkenyl; where  $C_{1-4}$  alkyl or  $C_{2-6}$  alkenyl may be optionally substituted with  $C_{1-4}$  alkyl, OH,  $OC_{1-4}$  alkyl, or  $NR^{15}R^{16}$ ;

wherein  $R^{15}$ , and  $R^{16}$  are each independently H,  $C_{1-4}$  alkyl,  $C_{1-4}$  alkyl cycloalkyl,  $C_{1-4}$  alkyl cyclohetalkyl, aryl, or hetaryl, or may be joined to form an optionally substituted 3-8 membered ring optionally containing one of O, S or  $NR^{17}$ ;

wherein  $R^{17}$  is H, or  $C_{1-4}$  alkyl;

A is aryl or hetaryl optionally substituted with 0-3 substituents independently selected from halogen,  $C_{1-4}$  alkyl,  $CF_3$ , aryl, hetaryl,  $OCF_3$ ,  $OC_{1-4}$  alkyl,  $OC_{2-5}$  alkyl $NR^{18}R^{19}$ , Oaryl, Ohetaryl,  $CO_2R^{18}$ ,  $CONR^{18}R^{19}$ ,  $NR^{18}R^{19}$ ,  $C_{1-4}$  alkyl $NR^{18}R^{19}$ ,  $NR^{20}C_{1-4}$  alkyl $NR^{18}R^{19}$ ,  $NR^{18}COR^{19}$ ,  $NR^{20}CONR^{18}R^{19}$ , and  $NR^{18}SO_2R^{19}$ ;

wherein  $R^{18}$  and  $R^{19}$  are each independently H,  $C_{1-4}$  alkyl,  $C_{1-4}$  alkyl cyclohetalkyl, aryl, hetaryl,  $C_{1-4}$  alkyl aryl, or  $C_{1-4}$  alkyl hetaryl, or may be joined to form an optionally substituted 3-8 membered ring optionally containing one of O, S or  $NR^{21}$ ;

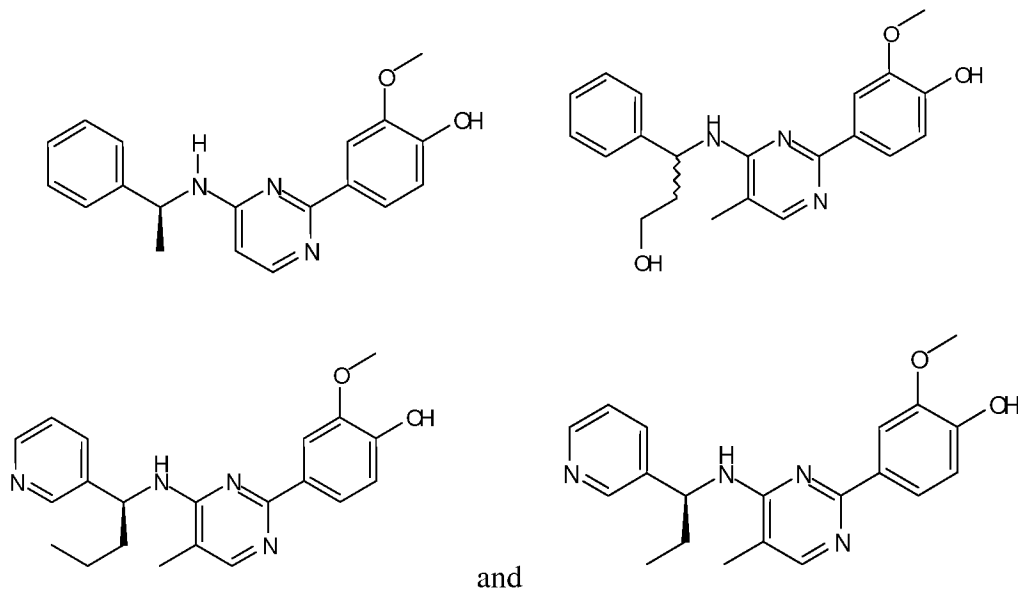
wherein  $R^{21}$  is H or  $C_{1-4}$  alkyl;

wherein  $R^{20}$  is H or  $C_{1-4}$  alkyl;

Y is selected from H,  $C_{1-4}$  alkyl, OH, and  $NR^{22}R^{23}$ ;

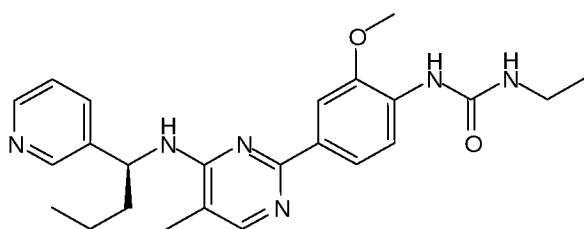
wherein  $R^{22}$ ,  $R^{23}$  are each independently H or  $C_{1-4}$  alkyl.

11. (currently amended): A compound according to claim 10 selected from the group consisting of:



or a pharmaceutically acceptable prodrug, salt, ~~hydrate, solvate, crystal form~~ or enantiomer form thereof, wherein said prodrug form is a phosphate ester joined to a phosphorous-oxygen bond to a free OH of the compound of formula (V).

12. (currently amended): A compound of the formula:



or a pharmaceutically acceptable prodrug, salt, ~~hydrate, solvate, crystal form~~ or enantiomer form thereof, wherein said prodrug form is a phosphate ester joined to a phosphorous-oxygen bond to a free OH of the compound of formula (V).

13. (canceled)

14. (previously presented): A composition comprising a carrier and at least one compound according to claim 10.

15. (withdrawn): A method to treat a hyperproliferation-related disorder or disease state in a subject, said method comprising administering a therapeutically effective amount of at least one compound according to claim 10.

16. (withdrawn): The method of claim 15, wherein the hyperproliferation-related disorder or disease state is treatable by the modulation of microtubule polymerisation.

17. (withdrawn): The method of claim 15, wherein the hyperproliferation-related disorder or disease state is selected from the group consisting of cancer, infectious diseases, vascular restenosis or inflammatory diseases.

18. (withdrawn): A method to treat a protein-kinase related disorder or disease state in a subject, said method comprising administering a therapeutically effective amount of at least one compound according to claim 16.

19. (withdrawn): The method of claim 18, wherein the protein-kinase related disorder or disease state is selected from the group consisting of atopy, cell mediated hypersensitivity, rheumatic diseases, other autoimmune diseases and viral diseases.

20. (withdrawn): A method to treat diseases and conditions associated with inflammation and infection in a subject, said method comprising administering a therapeutically effective amount of at least one compound according to claim 10.

21. (previously presented): A composition comprising a carrier and at least one compound according to claim 11.

22. (previously presented): A composition comprising a carrier and at least one compound according to claim 12.

23. (currently amended): The compound of claim 10, wherein  $R^2$  is selected from  $C_{1-6}$  alkylOH,  $OC_{2-6}$  alkylOH,  $C_{1-6}$  alkylNR<sup>8</sup>R<sup>9</sup>,  $OC_{2-6}$  alkylNR<sup>8</sup>R<sup>9</sup>,  $C_{1-6}$  alkylNR<sup>8</sup>COR<sup>9</sup>,  $OC_{2-6}$  alkylNR<sup>8</sup>COR<sup>9</sup>,  $C_{1-6}$  alkylhetaryl,  $OC_{2-6}$  alkylhetaryl,  $OCONR^8R^9$ ,  $NR^8COOR^9$ ,  $NR^{10}CONR^8R^9$ ,  $CONR^8R^9$ , and  $NR^8COR^{12}$ , ~~wherein  $R^8$ ,  $R^9$  and  $R^{12}$  are as defined in claim 10.~~

24. (currently amended): The compound of claim 23, wherein:

$R^1$  is H,  $C_{1-6}$  alkyl,  $C_{1-6}$  alkylNR<sup>5</sup>R<sup>6</sup>, where  $R^5$  and  $R^6$  are each independently H,  $C_{1-4}$  alkyl, aryl, or hetaryl, or may be joined to form ~~an optionally substituted~~ a 3-8 membered ring optionally containing one of O, S or NR<sup>7</sup>;

wherein  $R^7$  is H or  $C_{1-4}$  alkyl;

Q is CH;

W is  $C_{1-4}$  alkyl, or  $C_{2-6}$  alkenyl; where  $C_{1-4}$  alkyl or  $C_{2-6}$  alkenyl may be optionally substituted with  $C_{1-4}$  alkyl, OH,  $OC_{1-4}$  alkyl or NR<sup>15</sup>R<sup>16</sup>;

$R^{15}$ , and  $R^{16}$  are each independently H or  $C_{1-4}$  alkyl, or may be joined to form an optionally substituted 3-8 membered ring optionally containing one of O, S or NR<sup>17</sup>;

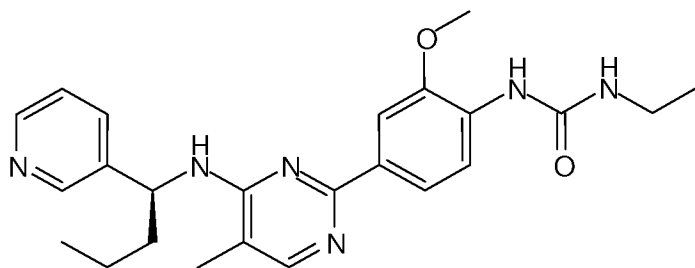
A is aryl, or hetaryl optionally substituted with 0-2 substituents independently ~~chosen~~ selected from halogen,  $C_{1-4}$  alkyl, CF<sub>3</sub>, aryl, hetaryl, OCF<sub>3</sub>,  $OC_{1-4}$  alkyl,  $OC_{2-5}$  alkylNR<sup>18</sup>R<sup>19</sup>, Oaryl, Ohetaryl, CO<sub>2</sub>R<sup>18</sup>, CONR<sup>18</sup>R<sup>19</sup>, NR<sup>18</sup>R<sup>19</sup>,  $C_{1-4}$  alkylNR<sup>18</sup>R<sup>19</sup>, NR<sup>20</sup> $C_{1-4}$  alkylNR<sup>18</sup>R<sup>19</sup>, NR<sup>18</sup>COR<sup>19</sup>, NR<sup>20</sup>CONR<sup>18</sup>R<sup>19</sup>, and NR<sup>18</sup>SO<sub>2</sub>R<sup>19</sup>; and

~~wherein  $R^{18}$  and  $R^{19}$  are as defined in claim 10;~~

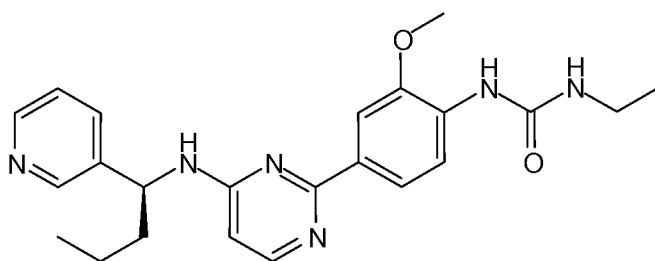
Y is selected from H,  $C_{1-4}$  alkyl and NR<sup>22</sup>R<sup>23</sup>;

~~wherein  $R^{22}$  and  $R^{23}$  are as defined in claim 10.~~

25. (currently amended): The compound of claim 23 selected from:



and



or a pharmaceutically acceptable prodrug, salt, ~~hydrate, solvate, crystal form~~ or enantiomer form thereof, wherein said prodrug form is a phosphate ester joined to a phosphorous-oxygen bond to a free OH of the compound of formula (V).

26. (previously presented): A composition comprising a carrier and at least one compound according to claim 23.

27. (previously presented): A composition comprising a carrier and at least one compound according to claim 24.

28. (previously presented): A composition comprising a carrier and at least one compound according to claim 25.